

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM463486

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Curiosityville, Inc.		12/31/2015	Corporation:
RECEIVING PARTY DATA			
Name:	Houghton Mifflin Harcourt Publishing Company		
Street Address:	125 High Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	Corporation: MASSACHUSETTS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4125737	CURIOSITYVILLE	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	617-351-3267		
Email:	Vicki.Garbe@hnhco.com		
Correspondent Name:	David Eber, HNH Company		
Address Line 1:	125 High Street		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	David Eber		
SIGNATURE:	/David Eber/		
DATE SIGNED:	02/27/2018		
Total Attachments: 12			
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DF
PC

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

Involving Domestic Corporations,
Foreign Corporations or Foreign Other Entities
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
Curiosityville, Inc.	Maryland	08/06/2013

Houghton Mifflin Harcourt Publishing Company	Massachusetts	05/18/1908
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(3) The foreign corporation or other entity ☐ is ☒ is not* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: Houghton Mifflin Harcourt Publishing Company

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: 10:00 a.m., prevailing Eastern Time, 12/31/2015

(7-8) For each domestic corporation that is a party to the merger:**

(check appropriate box)

☒ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☐ The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

* Check appropriate box

** Provide this information for each domestic corporation separately

PC.

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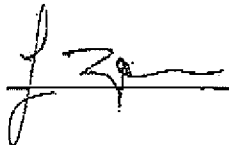
TRADEMARK
REEL: 006280 FRAME: 0468

(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: N/A

(number, street, city or town, state, zip code)

Signed by:  Linda K. Zecher
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 28th day of December, 2015.

Signed by: William F. Bayers
(signature of authorized individual)

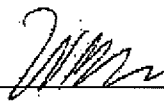
- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this _____ day of _____.

Signed by: Linda K. Zecher
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary.

on this _____ day of _____,

Signed by:  William F. Bayers
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary.

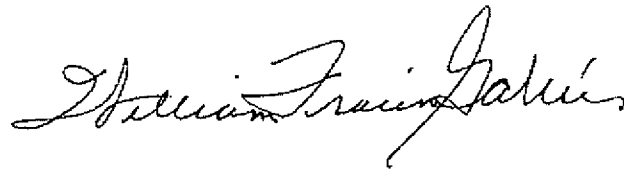
on this 28th day of December, 2015.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

December 28, 2015 09:36 AM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in dark ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

State of Maryland
Department of
Assessments and Taxation

Charter Division



Larry Hogan
Governor

Sean P. Powell
Director

Date: 12/28/2015

CORPORATION SERVICE COMPANY
7 ST. PAUL STREET
SUITE 820
BALTIMORE MD 21202

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

DEPARTMENT ID : D15385651
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 12-28-2015
TIME FILED : 11:16 AM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$445.00
COPY FEE : \$25.00
FILING NUMBER : 1000362008867246
CUSTOMER ID : 0003357658
WORK ORDER NUMBER : 0004574236

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

301 West Preston Street-Room 801-Baltimore, Maryland 21201-2395
Telephone (410)767-4950 / Toll free in Maryland (888)246-5941
MRS (Maryland Relay Service) (800)735-2258 TTY/Voice- Fax (410)333-7097
Website: www.dat.maryland.gov

0009942893

CACCPT

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: N
PRINCIPAL OFFICE: THE CORPORATION TRUST INCORPORATED
351 WEST CAMDEN STREET
BALTIMORE MD 21201-7912
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED
351 WEST CAMDEN STREET
BALTIMORE MD 21201-7912

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:
THE SURVIVING ENTITY:
HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY (A MA CORP).

MERGED ENTITIES:

(D15385651) CURIOSITYVILLE, INC.

EFFECTIVE DATE: 12/31/2015 AT 10:00 A.M. PREVAILING EASTERN TIME.

11:16am
12/28/15
(79)

ARTICLES OF MERGER

OF

CURIOSITYVILLE, INC.
(a Maryland corporation)

WITH AND INTO

HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY
(a Massachusetts corporation)

THIS IS TO CERTIFY THAT:

1. Curiosityville, Inc., a Maryland corporation (the "Merging Entity"), and Houghton Mifflin Harcourt Publishing Company, a Massachusetts corporation ("HMHPC"), agree to effect a merger (the "Merger") of the Merging Entity with and into HMHPC, upon the terms and conditions herein set forth. HMHPC shall be the surviving company (the "Surviving Entity") under the name Houghton Mifflin Harcourt Publishing Company.

2. The Surviving Entity was formed on May 18, 1908 under the general laws of Massachusetts. The Surviving Entity is qualified to do business in the State of Maryland, the date of its qualification is September 23, 2004, and it does not have a principal office in the State of Maryland. The principal office of the Surviving Entity in the State of Massachusetts is located at 222 Berkeley Street, Boston, Massachusetts 02116. The name and address of the resident agent of the Surviving Entity in the State of Massachusetts is C T Corporation System, 155 Federal Street, Boston, MA 02110.

3. The Merging Entity was incorporated as a Maryland corporation on August 6, 2013. The principal office of the Merging Entity in the State of Maryland is located in Baltimore City.

4. Neither the Merging Entity nor the Surviving Entity owns an interest in land in the State of Maryland.

5. The authorized stock of the Surviving Entity is 1,000 shares of common stock, par value of \$1.00 per share. The aggregate par value of all shares of all classes of the Surviving Entity is \$1,000.00.

6. The authorized stock of the Merging Entity is 21,000,000 shares of common stock, par value of \$0.0001 per share. The aggregate par value of all shares of all classes of the Merging Entity is \$2,100.00.

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STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
(page document or file in this office. DATE: 12-28-2015)
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:
BY: [Signature], Custodian
This stamp replaces our previous certification system. Effective: 5/95

7. The terms and conditions of the transaction described in these Articles of Merger were advised, authorized and approved by the Surviving Entity in the manner and by the vote required by the laws of the State of Massachusetts and the articles of organization and by-laws of the Surviving Entity, as follows:

- (a) the board of directors of the Surviving Entity, by unanimous written consent signed by all the members thereof and filed with the minutes of the proceedings of the board of directors, duly adopted a resolution approving the Merger; and
- (b) the sole stockholder of the Surviving Entity, by written consent to such action signed by the sole stockholder and filed with the minutes of the proceedings of the stockholder, adopted a resolution approving the Merger.

8. The terms and conditions of the transaction described in these Articles of Merger were advised, authorized and approved by the Merging Entity in the manner and by the vote required by the laws of the State of Maryland and the charter and bylaws of the Merging Entity, as follows:

- (a) the board of directors of the Merging Entity, by unanimous written consent signed by all the members thereof and filed with the minutes of the proceedings of the board of directors approved the Merger on substantially the terms and conditions set forth herein; and
- (b) pursuant to Section 3-106(c) of the Maryland General Corporation Law, a meeting of the stockholders is not necessary.

9. At the Effective Time (as defined below), the Merging Entity shall be merged with and into the Surviving Entity with the Surviving Entity surviving the Merger; and, thereupon, the Surviving Entity shall possess any and all purposes and powers of the Merging Entity; and all leases, licenses, property, rights, privileges and powers of whatever nature and description of the Merging Entity shall be transferred to, vested in, and devolved upon the Surviving Entity, without further act or deed, and all of the debts, liabilities, duties and obligations of the Merging Entity will become the debts, liabilities, duties and obligations of the Surviving Entity. Except as otherwise specifically provided in these Articles of Merger, consummation of the Merger at the Effective Time shall have the effects set forth in Section 3-114 of the Maryland General Corporation Law and in Section 11.07 of the Massachusetts Business Corporation Act.

10. At the Effective Time, by virtue of the Merger and without any action on the part of the Merging Entity or the Surviving Entity:

- (a) each share of the common stock of the Surviving Entity issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding at the Effective Time; and

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- (b) each share of the common stock of the Merging Entity issued and outstanding immediately prior to the Effective Time shall be cancelled and no consideration shall be paid therefor.

11. The articles of organization and by-laws of the Surviving Entity as in effect immediately prior to the Effective Time will not be amended in connection with the Merger.

12. Pursuant to Section 3-113(b)(1)(i) of the Maryland General Corporation Law, the Merger shall be effective on December 31, 2015, at 10 a.m. prevailing Eastern Time, which is the effective time specified in the articles of merger relating to the Merger filed with the Secretary of the Commonwealth of Massachusetts (the "Effective Time").

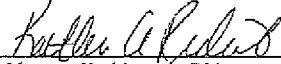
13. Each of the undersigned acknowledges these Articles of Merger to be the act of the entity on whose behalf that person has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that to the best of that person's knowledge, information and belief, these matters and facts relating to the entity on whose behalf that person has signed are true in all material respects and that this statement is made under the penalties of perjury.

[Signature Page Follows]

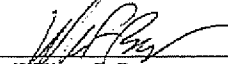
Doc#: US110341939v7

IN WITNESS WHEREOF, these Articles of Merger have been duly executed
by the parties hereto this 28th day of December, 2015.


ATTEST:


Name: Kathleen A. Rideout
Title: Assistant Secretary


CURIOSITYVILLE, INC.

By: 
Name: William F. Bayers
Title: Executive Vice President,
General Counsel & Secretary

ATTEST:


Name: Kathleen A. Rideout
Title: Assistant Secretary

HOUGHTON MIFFLIN HARCOURT
PUBLISHING COMPANY

By: 
Name: William F. Bayers
Title: Executive Vice President,
General Counsel & Secretary

CUST ID:0003357658
WORK ORDER:0004574236
DATE:12-28-2015 11:31 AM
AMT. PAID:\$570.00

[Signature Page To Articles of Merger of Curiosityville, Inc. with and into Houghton Mifflin Harcourt Publishing Company]

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) Cori Cityville, Inc.

D-15385651

Surviving (Transferee) Hughson

Harcourt Publishing
Company

FEES REMITTED

Base Fee:	<u>100</u>
Org. & Cap. Fee:	
Expedite Fee:	<u>445</u>
Penalty:	
State Recordation Tax:	
State Transfer Tax:	
Certified Copies:	<u>25</u>
Copy Fee:	
Certificates:	
Certificate of Status Fee:	
Personal Property Filings:	
Mail Processing Fee:	
Other:	

TOTAL FEES: 570

Credit Card _____ Check X Cash _____

_____ Documents on _____ Checks

Approved By: 13

Keyed By: _____

COMMENT(S):

Effective.
12/31/15
10:00am
prevailing
Eastern Time

2-Hour

Affix Barcode Label Here

Affix Barcode Label Here

New Name _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
_____ and Resident Agent's Address
_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 871

Attention: _____

Mail: Names and Address

Stamp Work Order and Customer Number HERE

CUST ID: 0003357658
WORK ORDER: 0004574236
DATE: 12-28-2015 11:31 AM
AMT. PAID: \$570.00